

# EXHIBIT A



**WR Grace**  
**Bankruptcy Form 10**  
 Index Sheet

RUST000068

Claim Number: 00000369Receive Date: 08 / 06 / 2001**Multiple Claim Reference**

Claim Number \_\_\_\_\_

- ☐ MMPOC Medical Monitoring Claim Form  
☐ PDPOC Property Damage  
☐ NAPO Non-Asbestos Claim Form  
☐ Amended

Claim Number \_\_\_\_\_

- ☐ MMPOC Medical Monitoring Claim Form  
☐ PDPOC Property Damage  
☐ NAPO Non-Asbestos Claim Form  
☐ Amended

**Attorney Information**Firm Number: 151

Firm Name:

Attorney Number: 29

Attorney Name:

Zip Code:

Cover Letter Location Number:

Attachments Medical Monitoring	Attachments Property Damage	Non-Asbestos
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	<input checked="" type="checkbox"/> Other Attachments
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
	<input type="checkbox"/> Other Attachments	
<b>Other</b>	<input type="checkbox"/> Non-Standard Form	
	<input type="checkbox"/> Amended	
	<input type="checkbox"/> Post-Deadline Postmark Date	

Box/Batch: WRBF0002/WRBF0008

Document Number: WRBF000369

## FORM 10. PROOF OF CLAIM

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor W.R. GRACE & CO.	Case Number 01-01139	THIS SPACE IS FOR COURT USE ONLY
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. §503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): TDY Holdings, LLC	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: c/o Eric T. Moser, Esquire Kirkpatrick & Lockhart LLP Henry W. Oliver Building 535 Smithfield Street Pittsburgh, PA 15222-2312 Telephone No. (412) 355-6214		
Account or other number by which creditor identifies debtor:	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____	
<b>1. Basis for Claim:</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other: <u>contribution for environmental response costs</u> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: various		3. If court judgment, date obtained: n/a
<b>4. Total amount of claim at time case filed:</b> \$ <u>unliquidated</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below: <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. Secured Claim</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of Collateral: \$ _____  Amount of arrearage and other charges <u>at time case filed</u> included in secured claim, if any \$ _____		<b>6. Unsecured Priority Claim</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$4300,* earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier)—11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan—11 U.S.C. § 507(a)(4)  <input type="checkbox"/> Up to \$1950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use—11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child—11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties of governmental units—11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other—Specify applicable paragraph of 11 U.S.C. § 507(a) _____ * Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
<b>7. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.  <b>8. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.  <b>9. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY

Date <i>7/24/01</i>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any). <i>Lauren M. McAndrew</i>
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Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re:	)	Case No. 01-1139
	)	
W.R. GRACE & CO.,	)	Chapter 11
	)	
Debtor.	)	
	)	

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**ATTACHMENT TO PROOF OF CLAIM OF TDY HOLDINGS, LLC**

TDY Holdings, LLC (as successor in interest to Teledyne, Inc. and hereinafter referred to as "TDY Holdings") hereby files this Proof of Claim pursuant to the provisions of Section 501 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure 3001-3003, against W.R. Grace & Co. (the "Debtor"), stating as follows:

1. On April 2, 2001 (the "Petition Date"), the Debtor commenced the above-referenced bankruptcy proceeding by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. Prior to the Petition Date, both the Debtor and TDY Holdings, among others, were identified by the United States Environmental Protection Agency (the "EPA") as potentially responsible parties with respect to the remediation of certain environmental hazards present at the Li Tungsten Superfund Site in Glen Cove, New York (the "Site").

3. Subsequently, on or about May 15, 2000, and on or about September 29, 2000, the EPA issued those certain Administrative Orders numbered CERCLA-02-2000-2013 and CERCLA-02-2000-2037 (the "Orders") against the Debtor and TDY Holdings, among others, and thereby ordered the parties to undertake certain environmental remediation efforts at the Site.

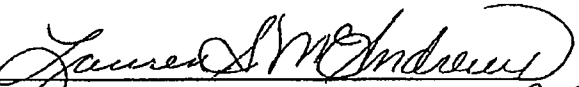
4. TDY Holdings has expended, and will continue to expend, substantial funds in connection with the investigation and remediation of the Site and in order to comply with the Orders, which funds constitute "necessary costs of response . . . incurred consistent with the national contingency plan." 42 U.S.C. § 9607(a)(4)(B).

5. Pursuant to 42 U.S.C. § 9607(a)(4)(B), TDY Holdings is entitled to recover from the Debtor all, or a portion of, the response costs it has incurred and will incur in connection with the Site and the Orders.

6. Accordingly, TDY Holdings hereby asserts a claim against the Debtor for all of the past, present and future environmental response costs it has incurred, or will incur, in connection with the investigation and remediation of the Site or in compliance with the Orders.

7. TDY Holdings expressly reserves the right to amend or supplement this Proof of Claim as or when it becomes necessary and/or proper to do so and nothing herein shall be construed to constitute a waiver by TDY Holdings of any rights it has, had, or may have in the future against the Debtor or its bankruptcy estate.

TDY HOLDINGS, LLC

By:   
Title: Counsel - Environmental & Natural Resources

**Kirkpatrick & Lockhart LLP**

Henry W. Oliver Building  
535 Smithfield Street  
Pittsburgh, PA 15222-2312  
412.355.6500  
www.kl.com

July 31, 2001

Mr. David D. Bird  
Clerk of Court  
United States Bankruptcy Court for the District of Delaware  
824 Market Street, 5<sup>th</sup> Floor  
Wilmington, DE 19801

Eric T. Moser  
412.355.6214  
Fax: 412.355.6501  
emoser@kl.com

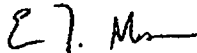
Re: In re W.R. Grace & Co.  
Bankruptcy No. 01-01139

Dear Mr. Bird:

Enclosed please find one original and one copy of a proof of claim for filing on behalf of TDY Holdings, LLC in the above-referenced bankruptcy. Kindly file the original and return a time stamped copy to me in the enclosed self-addressed stamped envelope.

I thank you in advance for your consideration in this matter. If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



Eric T. Moser

ETM/dlb  
Enclosure

cc: Lauren S. McAndrews, Esquire (w/enclosure)

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